

Exhibit A

1
2 UNITED STATES BANKRUPTCY COURT

3 SOUTHERN DISTRICT OF NEW YORK

4 Case No. 12-12020-mg

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6 In the Matter of:

7
8 RESIDENTIAL CAPITAL, LLC, et al.,

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10 Debtors.

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12 - - - - -x

13
14 United States Bankruptcy Court

15 One Bowling Green

16 New York, New York

17
18 September 19, 2012

19 10:10 AM

20
21
22 B E F O R E:

23 HON. MARTIN GLENN

24 U.S. BANKRUPTCY JUDGE

25
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1 MR. PRINCI: All righty.

2 THE COURT: I'll ask Mr. Schrock or one of his
3 colleagues this question, but let me ask it of you. What was
4 the role of AFI and Kirkland & Ellis in the RMBS settlement
5 negotiations?

6 MR. PRINCI: We discussed with Kirkland & Ellis the
7 terms that were being negotiated of the RMBS settlement
8 agreement.

9 THE COURT: Did either Kirkland --

10 MR. PRINCI: In a real-time basis.

11 THE COURT: Did either Kirkland or AFI have anyone
12 present during negotiations?

13 MR. PRINCI: I'm sorry; say again, please?

14 THE COURT: Did either Kirkland or AFI have anyone
15 present during negotiations?

16 MR. PRINCI: I believe -- I believe --

17 THE COURT: I don't know that -- whether these -- go
18 ahead.

19 MR. PRINCI: I believe the answer to that, Judge, I --
20 from firsthand knowledge, I know the answer to that, like,
21 right before the petition was filed is yes, because there was
22 an associate at Kirkland & Ellis who we asked to be there just
23 so that we get the document done, so he came to our offices,
24 Morrison & Foerster's offices. And then prior to -- okay. And
25 then prior to that, Your Honor, I wasn't involved, and so I'd

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1 have to consult, but I'm being told, yes.

2 THE COURT: You identified Mr. Cancelliere, a mortgage
3 risk officer, as being substantially involved in the settlement
4 negotiations on behalf of the debtors. Was there any other
5 person employed by any of the debtors who was substantially
6 involved in the settlement negotiations of the RMBS settlement?

7 MR. PRINCI: Yes, Your Honor.

8 THE COURT: Who else?

9 MR. PRINCI: Ms. Hamzehpour.

10 THE COURT: Give me -- hang on; let me find -- I'm
11 switching between the notes I prepared before and -- what is
12 the name?

13 MR. PRINCI: It's Hamzehpour.

14 THE COURT: Could you spell it for me?

15 MR. PRINCI: I will in just one second, Judge. H-A-M-
16 Z-E-H-P-O-U-R, H-A-M-Z, as in zebra, E-H-P, as in Peter, O-U-R.

17 THE COURT: And what is Ms. Hamzehpour's position with
18 the debtors?

19 MR. PRINCI: She's general counsel.

20 THE COURT: And what was her role in the negotiations?

21 MR. PRINCI: She was one of our principal contacts,
22 directives.

23 THE COURT: All right. Was there anyone else employed
24 by any of the debtors that was substantially involved in the
25 settlement negotiations?

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1 expense and burden on everybody.

2 Let me hear from the other parties.

3 MR. DONOVAN: Good morning, Your Honor. Daniel
4 Donovan from Kirkland & Ellis for Ally Financial. Your Honor,
5 you asked Mr. Princi five questions, and I want to answer those
6 for you.

7 First you asked, who from AFI, if anyone, should be
8 deposed? It would be Mr. Timothy Devine, chief counsel of
9 litigation for Ally; that's one.

10 Two, you asked Mr. Princi when he would, and I assume
11 you'd asked me, when would Ally complete their e-mail
12 production. On or before September 24th of 2012.

13 Third, you asked when a privilege log would be
14 produced. We're going to produce our initial privilege log
15 September 28th, and plan to supplement that October 5th, and be
16 done on that date, October 5th, 2012.

17 Fourth, you asked Mr. Princi, whether ResCap's
18 production is searchable. Ally's is searchable. We produced
19 as TIFFs with load files; we've heard nothing from the
20 committee. They've been unable to search it. And I'm going to
21 come back -- I hope they have searched the settlement
22 negotiation documents we produced in July of 2012, but I'll
23 come back to that.

24 Fifth, you asked what was Ally's role related to the
25 RMBS trust settlement agreement. And I think Mr. Princi had it

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1 right. We were kept up to date, primarily Mr. Devine, also, my
2 colleague Noah Ornstein, from Kirkland & Ellis. We were kept
3 up to date; we were interested, and we were kept up to date,
4 primarily by Morrison & Foerster and others.

5 So I believe those were five questions you asked, but
6 I wanted to give you Ally's response at the outset.

7 THE COURT: You gave me the date by which e-mail
8 production will be completed. What about any other document
9 production other than e-mails, electronic or paper?

10 MR. DONOVAN: And I'm putting those together, Your
11 Honor. So I believe both --

12 THE COURT: Okay. All production.

13 MR. DONOVAN: All of our discovery, and just for the
14 record, we have searched and are searching thirteen custodians,
15 four of which are from Kirkland. The four Kirkland custodians
16 were searched and produced back in July 2012, July 26th to be
17 precise. And those documents were e-mails of which MOFO was
18 on, Ms. Patrick was on, and others if we were CCed, if any of
19 those four Kirkland custodians were CCed.

20 So when the committee's report last night said
21 settlement negotiations that we were at least copied on -- I
22 know they happened without us -- those have been produced.
23 There's going to be some more, but they've been produced. And
24 that's because, Your Honor, since June, the committee served
25 2004 requests, as you know, and at least three of them, if not